

RECORDATION NO. 20034 **FILED**

**MAYER • BROWN**

**MAY 26 '10 -11 32 AM**

Mayer Brown LLP  
1999 K Street, N W  
Washington, D C 20006-1101

Main Tel +1 202 263 3000  
Main Fax +1 202 263 3300  
www.mayerbrown.com

**Robert M. Jenkins III**  
Direct Tel +1 202 263 3261  
Direct Fax +1 202 263 5261  
rmjenkins@mayerbrown.com

May 26, 2010

**SURFACE TRANSPORTATION BOARD**

VIA HAND DELIVERY

Cynthia T. Brown  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Attn: Regina Smith

Re: Recordation No. 20034; Fourteen EMD SD80MAC Locomotives

Dear Ms. Brown:

Enclosed are an original and two copies of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301:

Notarized Release Re Gold Locomotive Lease Units  
Bill of Sale for Gold Locomotive Lease Co., Ltd.  
Notice to the Custodian for Gold Locomotive Lease Co., Ltd.

The primary document to which these secondary documents are connected is recorded under Recordation No. 20034.

The names and addresses of the parties to the enclosed documents are:

**Seller:** Gold Locomotive Lease Co., Ltd.  
Caledonian House, Mary Street  
P.O. Box 1043  
George Town, Grand Cayman, Cayman Islands

**Buyer:** Consolidated Rail Corporation  
1717 Arch Street, 32<sup>nd</sup> Floor  
Philadelphia, PA 19103

**Custodian:** Morgan, Lewis & Bockius, LLP  
1701 Market Street  
Philadelphia, PA 19103

A description of the railroad equipment covered by the enclosed documents is:

Cynthia T. Broan  
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Fourteen (14) EMD SD80MAC locomotives originally CR 4100 through CR 4113; currently CSXT 800 through CSXT 806 and PRR 7200 through PRR 7206)

Also enclosed is a check in the amount of \$123.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

A short summary of the documents to appear in the index as follows:

Release of Lien, Bill of Sale, and Notice to Custodian

Kindly return the original and one stamped copy of this letter and the enclosed documents to the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Robert M. Jenkins III", is written over the typed name.

Robert M. Jenkins III

Attorney for Consolidated Rail Corporation

Enclosures

RECORDATION NO. 20034-0 FILED

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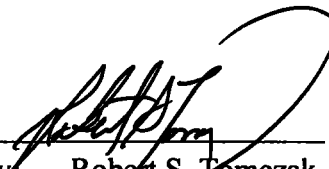
**RELEASE**

**SURFACE TRANSPORTATION BOARD**

This Release dated as of April 30, 2010 is made by Gold Locomotive Lease Co., Ltd. "Lessor" / "Assignee".

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment") which is subject to a Lease Agreement dated as of April 30, 1996 between Gold Locomotive Lease Co., Ltd., Lessor and Consolidated Rail Corporation "Lessee" (Recordation Number 20034); Lease Supplement No.1 dated as of April 30, 1996 between Gold Locomotive Lease Co., Ltd., Lessor, and Consolidated Rail Corporation, Lessee (Recordation Number 20034-B); Trust Indenture and Security Agreement dated as of April 30, 1996 between Gold Locomotive Lease Co., Ltd., Lessor, Consolidated Rail Corporation, Lessee and Wilmington Trust Company "Indenture Trustee" (Recordation Number 20034-A); Trust Indenture Supplement No.1 dated as of April 30, 1996 between Gold Locomotive Lease Co., Ltd., Lessor, Consolidated Rail Corporation, Lessee and Wilmington Trust Company, Indenture Trustee (Recordation Number 20034-C); Lessor Security Agreement dated as of April 30, 1996 between Consolidated Rail Corporation, Lessee and Gold Locomotive Lease Co., Ltd., Lessor (Recordation Number 20034-D); Assignment Agreement dated as of April 30, 1996 between Consolidated Rail Corporation "Assignor" and Gold Locomotive Lease Co., Ltd., Assignee (Recordation Number 20034-E) collectively hereinafter the "Agreements", which were duly filed in accordance with 49 U.S.C. 11301 or 11303 as applicable (together with amendment agreements, assignments and supplements filed thereafter under Recordation Numbers 20034 through 20034-E).
2. Gold Locomotive Lease Co., Ltd., Lessor/Assignee, hereby releases any and all liens, claims and other encumbrances on the Equipment as granted to Gold Locomotive Lease Co., Ltd., Lessor/Assignee, pursuant to said Agreements.

IN WITNESS WHEREOF, Gold Locomotive Lease Co., Ltd. has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

  
By: Robert S. Pomczak  
Title: Director

**Schedule A**

***Gold Locomotive Lease  
Units***

**Conrail Lease Reference: L196**

**SD80MAC  
Locomotives**

<b>Original</b>		<b>Current</b>	
<b>Initial</b>	<b>Unit Number</b>	<b>Initial</b>	<b>Unit Number</b>
CR	4100	CSXT	800
CR	4101	PRR	7200
CR	4102	PRR	7201
CR	4103	PRR	7202
CR	4104	CSXT	801
CR	4105	PRR	7203
CR	4106	PRR	7204
CR	4107	CSXT	802
CR	4108	CSXT	803
CR	4109	PRR	7205
CR	4110	CSXT	804
CR	4111	PRR	7206
CR	4112	CSXT	805
CR	4113	CSXT	806

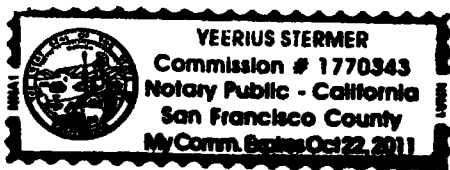
# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco

On 4/30/2010 before me, Yeerius Stermer, notary public

personally appeared Robert S. Tomczak



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

WITNESS my hand and official seal.

Signature [Signature]

Place Notary Seal Above

## OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document

### Description of Attached Document

Title or Type of Document Release - Grid Locomotive Lease C L+H

Document Date April 30, 2010 Number of Pages 2

Signer(s) Other Than Named Above \_\_\_\_\_

### Capacity(ies) Claimed by Signer(s)

Signer's Name \_\_\_\_\_

- ☐ Individual
- ☐ Corporate Officer — Title(s) \_\_\_\_\_
- ☐ Partner — ☐ Limited ☐ General
- ☐ Attorney in Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other \_\_\_\_\_

Signer Is Representing \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

Signer's Name \_\_\_\_\_

- ☐ Individual
- ☐ Corporate Officer — Title(s) \_\_\_\_\_
- ☐ Partner — ☐ Limited ☐ General
- ☐ Attorney in Fact
- ☐ Trustee
- ☐ Guardian or Conservator
- ☐ Other \_\_\_\_\_

Signer Is Representing \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

**Gold Locomotive Lease Co., Ltd.  
Caledonian House  
Mary Street  
P.O. Box 1043  
George Town  
Grand Cayman  
Cayman Islands**

Morgan, Lewis & Bockius LLP  
1701 Market Street  
Philadelphia, PA 19103-2921  
U.S.A.

Attention. Edward B. Cloues, II and Executive Partner

April 30 2010

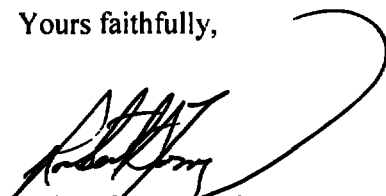
Dear Sirs,

***Custodian Agreement dated as of April 30, 1996 among Gold Locomotive Lease Co., Ltd., Consolidated Rail Corporation and Morgan, Lewis & Bockius LLP (the Custodian Agreement).***

For the purposes of Section 9 of the Custodian Agreement we confirm that the Lease (as defined therein) was terminated on April 30 2010. Accordingly, the Custodian Agreement shall remain in effect until 31 December 2014.

Please contact Shiro Kambara at 3-3-2, Nihonbashi Hamacho, Chuo-ku, Tokyo 103-0007, Japan (Telephone: +813 6757 2502) if you have any questions. Thank you very much for your assistance.

Yours faithfully,



Robert S. Tomczak  
Director

for and on behalf of  
Gold Locomotive Lease Co., Ltd.

cc: Jack McCormick, Consolidated Rail Corporation